[OMB Number: 3235-0076, Expires: December 31, 2005]

U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549



NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION



0/04/84/					``/	
Name of Ottering (	amendment and name	has changed, and in	ndicate change.)			
Noble Hospitality Fund, LLC - Offering						
Filing Under (Check Box(es) that apply):	☐ Rule 504	■ Rule 505	X Rule 506	Section 4(6	) 🔲 ULOE	
Type of Filing: New Filing	X Amendment				<del> </del>	
	A. BASI	C IDENTIFICATION	ON DATA			
1. Enter the information requested about t	he issuer					
	amendment and name	has changed, and i	ndicate change.)			
Noble Hospitality Fund, LLC						
Address of Executive Offices	(Address)		Telephone Nu	ımber (Including A	rea Code)	
1100 Monarch Tower	Atlanta, Georgia	30326	Telephone Number (Including Area Code) (404) 262-9660			
3424 Peachtree Road	rittanta, Georgie	20020	(101,202,101	20		
Address of Principal Business Operations	(if (Address)		Telephone Nu	ımber (Including A	rea Code)	
different from Executive Offices)				PROCE:	SSEN	
Brief Description of Business			ļ	- 1100 <u>-</u> ,		
The issuer will invest in hotel real estate				/ MAR 2 1	2007	
				PIMAN 2 1	200/	
Type of Business Organization  Corporation	limited partnership, al	lready formed		THOMS	OM	
	f infined partifership, as	iready formed	,		AL: limited liability company	
business trust	limited partnership, to	be formed		z omer (preusocapez		
		Month	Year			
Actual or Estimated Date of Incorporation	Organization:	10	06	X Actual	Estimated	
	- 6		**			
Jurisdiction of Incorporation or Organizati	on: (Enter two-letter U					
		CN for Canad	a; FN for other fo	reign jurisdiction)		
GENERAL INSTRUCTIONS						

#### GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. Or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required. Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

#### ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

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/SEC 1972 (5-04)

## A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - · Each general and managing partner of partnership issuers.

Check Box(es) that Apply:  Promoter	■ Beneficial Owner	Executive Officer	Director	☑ General and/or
Full Name (Last name first, if individual)  Noble Investment Management, LLC				Managing Partner
Business or Residence Address (Number and	Street, City, State, Zip C	Code)		<u> </u>
c/o Noble Investment Group, LLC, 1100 M	•		Georgia 30326	
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number and	Street, City, State, Zip C	Code)		
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)				Munuging Further
Business or Residence Address (Number and	Street, City, State, Zip C	Code)		
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or
Full Name (Last name first, if individual)				Managing Partner
Business or Residence Address (Number and	Street, City, State, Zip C	Code)	·-	
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or
Full Name (Last name first, if individual)				Managing Partner
Business or Residence Address (Number and	Street, City, State, Zip C	Code)		
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or
Full Name (Last name first, if individual)				Managing Partner
Business or Residence Address (Number and	Street, City, State, Zip C	Code)		
Check Box(es) that Apply: Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or
Full Name (Last name first, if individual)				Managing Partner
Business or Residence Address (Number and	Street, City, State, Zip (	Code)		

				B. II	NFORMA'	TION AB	OUT OFF	ERING				
1. F	las the issu	er sold, or d	oes the issu	er intend t	o sell, to no	on-accredi	ted investo	rs in this o	ffering?		Yes	
			Α	nswer also	in Append	lix, Colum	n 2, if filin	g under UI	LOE.			
2. V	What is the	minimum in	vestment th	nat will be	accepted fi	rom any in	dividual?	*****			1	N/A
					•	-					Yes	No
				•								×
ii s d n	ndirectly, a ales of sec lealer regis nore than f	formation re ny commiss urities in the tered with the ive (5) perso formation for	ion or simil offering. I e SEC and ns to be lis	lar remune f a person or with a sted are ass	ration for s to be listed state or stat ociated per	olicitation I is an asso es, list the	of purchas ciated pers name of th	ers in conr on or agen e broker o	ection with t of a broke r dealer. If	er or		
Farra Busin	agut Capit ness or Res	name first, al, LLC idence Addru ue, 14 <sup>th</sup> Floo	ess (Numbe	er and Stre			ode)		·			
		ated Broker		ik, new i	UIK 10015	<u></u>			<del></del> .			<del></del>
Thon	nas Boytin	ck										
States	s in Which	Person Liste	d Has Soli	cited or Int	tends to So	licit Purch	asers					
(	Check "Al	l States" or o	check indiv	idual State	s)						🗆	All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full ?	Name (Las	name first,	if individua	ıl)								
Busir	ness or Res	idence Addr	ess (Numb	er and Stre	et, City, St	ate, Zip Co	ode)	-				
Name	e of Assoc	ated Broker	or Dealer									
State	s in Which	Person Liste	ed Has Soli	cited or In	tends to So	licit Purch	asers				•	
(	Check "A	l States" or o	check indiv	idual State	s)						🗆	All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]		[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[R]]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

C	OFFEDING PRICE	NUMBER OF INVESTORS	EVDENCES	AND LISE OF PROCEEDS
٠.	IJPPPKINI PKILP	NITIVIDER CIPTIVES IN VESTILIES	PAPPINSPS	ANII LINE THE PRINT PRINT

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.								
	Type of Security	Aggregate Offering Price	Amount Already Sold						
	Debt Equity	\$ \$	\$ <u>-0-</u> \$ <u>-0-</u>						
	☐ Common ☐ Preferred								
	Convertible Securities (including warrants)	\$	\$0						
	Partnership Interests	\$	<b>S</b>						
	Other (Specify) Limited Liability Company Interests	<b>\$</b> _310,000,000	<b>\$</b> _310,000,000						
	Total	\$ <u>310,000,000</u>	\$ <u>310,000,000</u>						
	Answer also in Appendix, Column 3, if filing under ULOE.								
2.	Enter the number of accredited and non-accredited investors who have purchased s dollar amounts of their purchases. For offerings under Rule 504, indicate the numbe and the aggregate dollar amount of their purchases on the total lines. Enter "0" if an accredited investors who have purchased so the total lines.	r of persons who have p	ourchased securities						
	Accredited Investors	12	<b>\$</b> _310,000,000						
	Non-accredited Investors	-0-	\$ -0-						
	Total (for filings under Rule 504 only)	N/A	\$N/A						
3.	If this filing is for an offering under Rule 504, or 505, enter the information requested in offerings of the types indicated, the twelve (12) months prior to the first sale of secutive listed in Part C-Question 1.								
		Type of	Dollar Amount						
	Type of offering	Security	Sold						
	D 1. 505	21/4	Ф <b>Б</b> Т/А						
	Rule 505	<u>N/A</u>	\$ <u>N/A</u> \$ <u>N/A</u>						
	Regulation A	<u>N/A</u> <u>N/A</u>	\$ <u>N/A</u>						
	Total	N/A	\$ <u>N/A</u>						
		<del></del>							
4.	a. Furnish a statement of all expenses in connection with the issuance and distributio amounts relating solely to organization expenses of the issuer. The information may If the amount of an expenditure is not known, furnish an estimate and check the box	be given as subject to f	uture contingencies.						
	Transfer Agent's Fees		\$0						
	Printing and Engraving Costs		\$0-						
	Legal Fees	×	\$225,000						
	Accounting Fees		\$0						
	Engineering Fees		\$0-						
	Sales Commissions (Specify finders' fees separately)		\$0						
	Other Expenses (identify)(1)	×	<b>\$</b> 50,000						
	Total		\$275,000						
			<del></del>						
(1)	) Includes certain organizational expenses and blue sky filing fees. The issuer will not b LLC.	pear any of the fees of F	arragut Capital,						

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	C. OFFERING PRICE, NUMBER OF INV	ESTORS, EXPENSE	S AN	D USE OF PI	ROCE	EDS
	b. Enter the difference between the aggregate offering price total expenses furnished in response to Part C - Question proceeds to the issuer."	4.a. This difference i	s the	"adjusted gros	SS	<u>,725,000.00</u>
5.	Indicate below the amount of the adjusted gross proceeds to If the amount for any purpose is not known, furnish an est payments listed must equal the adjusted gross proceeds to t	imate and check the bo	ox to	the left of the	estima	te. The total of the
				Payments to Officers, Directors & Affiliates		Payments To Others
	Salaries and fees			\$		\$
	Purchase of real estate	[		\$		\$
	Purchase, rental or leasing and installation of machinery an	d equipment		\$		<b>\$</b>
	Construction or leasing of plant buildings and facilities			\$		\$
	Acquisition of other businesses (including the value of s involved in this offering that may be used in exchange for the or securities of another issuer pursuant to a merger)	he assets		\$		\$
	Repayment of indebtedness			\$		\$
	Working capital	[		\$	×	\$309,725,000.00
	Other (specify):			\$ \$		\$ \$
	Column Totals			\$ \$	×	\$309,725,000.00
	Total Payments Listed (column totals added)		_	·		25,000.00
		RAL SIGNATURE				
fol	e issuer has duly caused this notice to be signed by the undersowing signature constitutes an undertaking by the issuer to uest of its staff, the information furnished by the issuer to an	furnish to the U.S. Sec	uritie:	s and Exchange	e Com	mission, upon written
Iss	uer (Print or Type)	Signature	1			Date
No	ble Hospitality Fund, LLC	MINIO	<b>V/</b> -			3/15/07
Na	me of Signer (Print or Type)	Title of Signer (Print of	эг Тур	oe)		
Mi	tesh B. Shah	Manager of Noble In the issuer	vestn	nent Managen	nent, I	LLC, the Manager of
	AT	TENTION				
	Intentional misstatements or omissions of fact co		al vic	olations. (See	18 U.S	S.C. 1001.)

	E	. STATE SIGNATURE					
1.	Is any party described in 17 CFR 230.252 (c), (d), disqualification provisions of such rule?		Yes No				
	See Apper	ndix, Column 5, for state response.					
2.	The undersigned issuer hereby undertakes to furnise Form D (17 CFR 239.500) at such times as require		his notice is filed, a notice on				
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.						
4.	The undersigned issuer represents that the issuer is Limited Offering Exemption (ULOE) of the state in of this exemption has the burden of establishing the	which this notice is filed and understands that the is					
	ne issuer has read this notification and knows the condersigned duly authorized person.	tents to be true and has duly caused this notice to b	oe signed on its behalf by the				
	suer (Print or Type)  Oble Hospitality Fund, LLC	Signature	3 15 07				
Na	ame of Signer (Print or Type)	Title of Signer (Print or Type)					
Mitesh B. Shah  Manager of Noble Investment Management, LLC, the Mana of the issuer							

### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

# APPENDIX

[	2		3	3 4						
	to non- investo	d to sell accredited rs in State 3-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No	Limited Liability Company Interests/ \$300,000,000.00	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No	
AL										
AK										
AZ					==					
AR										
CA		X	\$300,000,000.00	ı	\$25,000,000	-0-	-0-		X	
co	<del>.</del> .									
СТ										
DE				1						
DC										
FL		i				•				
GA		X	\$300,000,000.00	1	\$8,000,000	-0-	-0-		X	
HI										
ID										
IL										
IN										
lA									ļ	
KS										
KY										
LA									ļ	
ME										
MD								<u> </u>		
MA								•		
MI										
MN MS	<u> </u>	<b> </b>		-			<del> </del>	<u> </u>		
MO		x	\$300,000,000.00	2	\$50,000,000	-0-	-0-		X	
MT			www.yawyawa		220,000,000				<del>                                     </del>	
NE	<del> </del>	<u> </u>							<del>                                     </del>	
NV	<del></del>	<del> </del>			_				<del> </del>	
NH	-							<del> </del>	<del> </del>	
NJ	<del> </del>	<del> </del>		<del> </del>					<del>                                     </del>	
NM							-		<del>                                     </del>	

# APPENDIX

1		2	3		5 Disqualification under State				
	to non- investo	d to sell accredited ors in State B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				
State	Yes	No	Limited Liability Company Interests/ \$300,000,000.00	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
NY		X	\$300,000,000.00	2	\$140,000,000	-0-	-0-		X
NC	1	X	\$300,000,000.00	2	\$27,000,000	-0-	-0-		X
ND							<u> </u>		
ОН		X	\$300,000,000.00	1	\$7,500,000	-0-	-0-		X
OK									
OR									
PA		X	\$300,000,000.00	2	\$50,000,000	-0-	-0-		X
RI									
SC									
SD									
TN									
TX		X	\$300,000,000.00	1	\$2,500,000	-0-	-0-		X
UT									
VT								1	
VA									ļ
WA	<u></u>								
WV	<u> </u>								
WI									
WY									
PR	l	l							1

